

Ref. GTNC/17

November 18, 2017

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI – 400 001

The Manager,
Listing Department,
The National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor, Plot No.C/1, G-Block,
Bandra-Kurla Cmplx, Bandra (E),
MUMBAI – 400 051

Dear Sirs,

Sub Intimation under Regulation 30, Schedule III (A)(14) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ref: Our letter Ref. No.GTNC/17 dated 31.10.2017 for Alteration in Objects/Liability Clause of the Memorandum of Association and adoption of new set of Articles of Association of the company Pursuant to Provisions of Companies Act, 2013.

With reference to the above, we now confirm that we have completed despatch of Postal Ballot Notice to all the members of the company whose name appear as Member/Beneficial Owner in the Company's Register of Members/Records of the Depository as on the 'Cut off date', i.e, 8th November, 2017. A copy of the Postal Ballot Notice is enclosed herewith for your kind perusal. Brief details is given below:-

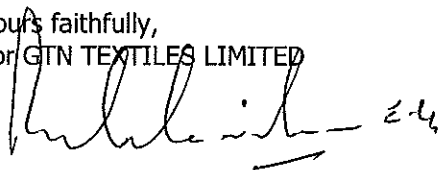
- CDSL is the Electronic Service provider
- Mr. M R L Narasimha , Practising Company Secretary is the Scrutinizer
- Electronic voting will commence on Monday, 20th November, 2017 at 9.00 a.m and will end on Tuesday, 19th December, 2017 at 5.00 p.m.
- The result of the Postal Ballot will be declared on or before 21st December, 2017.

A copy of the Postal Ballot Notice has also been uploaded in the website of the company

Kindly take note of the same on your records.

Thanking you,

Yours faithfully,
For GTN TEXTILES LIMITED


E K Balakrishnan
Vice President(Corporate Affairs) & Company Secretary

GTN TEXTILES LIMITED

CIN: L18101KL2005PLC018062

MARKETING / HEAD OFFICE :

3rd Floor, Palal Towers, M.G. Road, Ravipuram, Kochi-682 016, India
Phone : 91-484-3928300, Fax: 91-484-2370812/3928380
E-mail: cs@gtntextiles.com

REGISTERED OFFICE :

Door No. VIII/911, Erumathala P.O., Aluva - 683 112, India
Phone: 91-484-3080100, Fax: 91 484-2838585
E-mail: alw@gtntextiles.com

CORPORATE OFFICE :

43, Mittal Chambers, 4th Floor, 228, Nariman Point, Mumbai-400 021 India
Phones: 91-22-2202 1013 / 22028246, Fax: 91-22-2287 4144
E-mail: mumbai@gtntextiles.com
www.gtntextiles.com

ISO 9001 : 2015 / 14001 : 2015 Certified

GTN TEXTILES LIMITED

L18101KL2005PLC018062

Registered Office: VIII/911, Erumathala PO, Aluva, Kochi – 683112.

Phone : 91 484 3928300 Fax : 91 484 2370812

Email : cs@gtntextiles.com website : www.gtntextiles.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of Companies Act, 2013)

To

The Members,

NOTICE is hereby given to the shareholders of GTN Textiles Limited (hereinafter referred to as "the Company") pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and the provisions of Regulation 44 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to seek their approval by way of postal ballot and/or e-voting in respect of resolutions contained in Special Business given hereinafter. The explanatory statement, pursuant to Section 102 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 setting out all material facts pertaining to the proposals and the reasons thereof, along with Postal Ballot Form are annexed herewith.

The Board of Directors has appointed Shri MRL Narasimha, FCS (Membership No.2851, CP.NO 799), Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. Members are requested to read the instructions carefully before filling the Form and return the Form duly completed, signifying your assent / dissent, so as to reach the Scrutinizer by not later than the close of working hours at 5.00 pm on Tuesday, 19th December, 2017, the last date for the receipt of the completed Postal Ballot Forms. Please note that the Postal Ballot Form(s) received after the said date will be treated as if reply from the member has not been received in terms of the Rule. The Company is providing e-voting facility to all its Members, to enable them to cast their vote electronically instead of dispatching the physical ballot form by post. The Company has engaged the services of CDSL for the purposes of providing e-voting facilities to all its Members.

The Scrutinizer will submit his report to the Chairman of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The result shall be announced on or before Thursday, 21st December, 2017 and shall also be placed, along with the scrutinizer report, on the Company's website at www.gtntextiles.com besides communicated to the BSE Limited and the National Stock Exchange of India Limited where the equity shares of the Company are listed as well as on CDSL's website viz. www.evotingindia.com.

SPECIAL BUSINESS

ITEM NO. 1

Alteration of the Objects Clause of the Memorandum of Association of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 4 and 13 of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time) and subject to necessary approval(s) of the statutory authority(ies), if any required in this behalf, the approval of the Company be and is hereby accorded to substitute the headings of Clause III(A) and Clause III(B) of Memorandum of Association of Company with new headings titled as:

III(A). "The Objects to be pursued by the Company on its incorporation are".

AND

III(B). "Matters which are necessary for furtherance of the objects specified in Clause III(A) are".

"RESOLVED FURTHER THAT sanction of the Company be and is hereby accorded for renumbering existing Sub Clause 2 of Clause III (A) i.e. Main Objects as Sub Clause 1 and existing Sub Clause 1 of Clause III (A) i.e. Main Objects as Sub Clause 2 and repositioning both clauses accordingly".

"RESOLVED FURTHER THAT Clause III (A) of the Memorandum of Association of the Company be altered by inserting following Sub-Clauses after Sub Clause 1 & 2:

3. To carry on business in India or elsewhere of manufacturers, researchers, processors, formulators, converters, importers, exporters, factors, agents, buyers, sellers, distributors, concessionaires, suppliers, stockists of and dealers in all types of commodities either ready or for forward delivery, where permissible.
4. To purchase, take on lease or on exchange or otherwise acquire, erect, sell and otherwise deal in any land or buildings and factory having plant and machinery and other equipments and any other estate or interest in, and any other right connected with any such land and buildings in India or elsewhere, and generally carry on the business of contractors, builders, lessors and hirers.
5. To do the business of guarantee in all its forms and descriptions including guaranteeing on behalf of individuals, companies, corporate bodies, government, local authorities and others.
6. To manufacture, import, export, deal in or prepare for market, revise, clean, restore, recondition, repair, treat and otherwise manipulate and deal in and turn to account by process or means whatsoever all bye-products, refuse and waste and their products

capable of being manufactured or produced out of or with the use of all or any of raw materials, ingredients, substances or commodities used in the manufacture of all or any of the products which the Company is entitled to manufacture or deal in and to make such other use of the same as may be thought fit.

7. To carry on business as Agents of all kinds and descriptions and as consultants and advisers.
8. To carry on business as merchants, traders, commission agents, buying and selling agents, brokers, adatas, importers, buyers, sellers, exporters, dealers and to import, export, buy, sell, barter, exchange, or otherwise trade and deal in goods, produce, articles and merchandise of any kind whatsoever in India or anywhere in the world as allowed under Trade Laws.
9. To carry on business as land developers at the Company's own land for hi-technology industrial parks, residential townships, vocational training centers, leisure parks, convention centers, and sell the same on ownership basis or to transfer such buildings to societies, companies, trusts or any other person and to undertake and execute civil, mechanical, electrical and structural works contracts.
10. To carry on the business of manufacturers, researchers, assemblers, construction engineers, suppliers, traders and commission agents of electrical equipment and hardware used in generation of electricity, in consumption of electricity, like power turbines, diesel engines, gas turbines, and allied equipments, generators and drivers, transformers and distribution control equipments, switch boards, wires, cables and conductors, line materials for electricity; transmission, for post and telegraph communications, for railway traction equipment, for mining purposes, for agricultural purposes, for street lighting and illuminations, domestic appliances, medical appliances, lighting fixtures and all such electrical materials used in automobiles, refrigeration and air conditioning, railways, airways, marine, armaments and electronics, telecommunication equipments and to set up machinery for the same.
11. To carry on the business of Advertising Agents.
12. To carry on business in India or elsewhere as industrial, and other consultants, suppliers of technical know-how.
13. To carry on the business of manufacturers and researchers of drums, barrels, packages, tanks and containers, tubes, acrosol, containers of every description from steel, tin and other metals and of such substances like plastic as may furnish materials for such manufacturing in any of its branches.
14. To carry on the business of manufacturers, researchers of, processors and / or importers, exporters, buyers, sellers, stockists and distributors of and/or dealers in synthetic rubber and elastomers, synthetic resins, oils, both vegetable and mineral, carbon black, leather, hides, skins, latexes and formulations thereof including reclaimed rubber and other kinds of resins, rubber, leather and plastic products and goods including footwear.
15. To carry on business in India or elsewhere of manufacturers, researchers, processors, formulators, converters, importers, exporters, factors, agents, buyers, sellers, distributors, concessionaires, suppliers, stockists of and dealers in all types of solutions and chemical preparations.
16. To carry on business of Travelling Agents
17. To manufacture, import, export, buy, sell or otherwise deal in engineering plant, and machinery and technical know-how for manufacturing and repairing of and consulting in precision and other engineering products.
18. To do business of running holiday inns, motels, rest houses, bars, milk bars, soda foundations and providing accommodation in the far houses.
19. To carry on the business of manufacturers, assemblers, designers, fabricators, processors, importers, exporters, agents, commission agents, selling agents, stockists, distributors, fabricators, moulders, contractors, factors, hirers, repairers, rewinders, converters of and dealers in all kinds of electrical equipments, components, devices, machines, motors, appliances, gears, galvanic, resistors, condensers, semi-conductors, material, transistors, rectifiers, integrated solid-state or hybrid and all other electrical, electronic and allied articles, meters, testing equipments, industrial appliances, sound equipment, micro-wave, laser and communication equipment, radio and other control systems, lamps and tubes, tapes television systems and receiver sets.
20. To manufacture, design, develop, rent out, buy, sell, repair, service, import, export, take on lease or otherwise deal in and render services through computers, computing systems, software materials, instrumentation, medical, electronics, communication and visual devices, telecommunication, television, video, video equipment, electronics and electrical products, equipments and devices.
21. To carry on the business as manufacturers, general extractors, solvent extractors, millers, producers, processors, refiners, importers, exporters, agents, sellers, buyers, traders, stockists or otherwise deal in hydrogenated vegetable oil products, vegetable ghee known as 'Vanaspati', oils of oleaginous and saponaceous substances and products thereof, and to manufacture, process, develop, buy, sell, or deal in oil cakes, de-oiled cakes, cattle feed and fattening preparations, all types of proteins, high protein food and ready to eat extruded food products and to plant, grow, produce, cultivate, buy, sell, import, export or otherwise deal in all kinds of oil seeds, copra, groundnuts, tilseeds, salseeds, caster seeds, rope seeds, cotton seeds, linseeds, mohura seeds, nuts or any other oil bearing substances whatsoever, corn products and dairy products.
22. To manufacture, import, export, buy, sell or otherwise deal in chemical plant and equipment, plant, machinery, technical know-how for manufacturing, processing and formulating chemicals whether organic or inorganic.
23. To carry on the business or trade of department stores operations, brokers, commission agents, consigners, stockists, suppliers, distributors and dealers in all kinds of merchandise.
24. To purchase, manufacture, produce, refine, prepare, import, export sell and to generally deal in sugar, sugar beet, sugarcane, molasses, syrups, jaggery and all products or by-products thereof and food products generally and in connection therewith to

acquire, construct and operate sugar or other refineries, buildings, mills, factories, and other works.

25. To establish experimental farms and research stations anywhere in India for conducting experiments, tests and research for developing better qualities of foodgrains, agricultural products and other products and knowhow.
26. To buy, manufacture, produce, acquire, import, export, sell, dispose off or otherwise dealing pharmaceutical products drugs, medicines, tablets, injections, injection syringes, syrups, aerated water, wine, beer, and other distillery products and hospital and surgical instruments equipment, machinery, Apparatus, accessories and components as also the plant, machinery, equipment, component, parts, spares and accessories required for manufacture and production and maintenance of these products.
27. To carry on business and printers and publishers.

"FURTHER RESOLVED THAT the word "Subject to the provisions of the Companies Act, 1956" shall be replaced with "subject to the provisions of Companies Act, 2013" in sub-clause 32 under the existing Clause III(B) "OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS".

"RESOLVED FURTHER THAT the existing Clause III (C) ie "THE OTHER OBJECTS OF THE COMPANY NOT INCLUDED IN (A) & (B) ABOVE" be deleted.

"RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall unless repugnant to the context or meaning thereof, be deemed to include a duly constituted Committee thereof and any person authorized by the Board in its behalf) be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution".

ITEM NO. 2:

Amendment of the Liability Clause of the Memorandum of Association of the Company.

To consider and if thought fit, to pass the following resolution as a Special Resolution:-

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), consent of the Members be and is hereby accorded to the Board of Directors of the Company ("the Board") to replace the existing Clause IV of the Memorandum of Association of the Company with the following new Clause IV:

IV. "The liability of the Members is limited to the extent of amount unpaid, if any, on shares held by them."

RESOLVED FURTHER THAT the Board of Directors of the Company ("the Board") be and is hereby authorised to do all such acts, deeds and things as may be considered necessary, expedient or desirable to give effect to the above Resolution and settle any questions or dispute that may arise in relation thereto."

ITEM NO. 3

Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013

To consider and if thought fit, to pass the following resolution as a Special Resolution:-

"RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), rules and regulations made thereunder, the enabling provisions of the Memorandum and Articles Association of the Company and subject to the requisite approvals, consents, permissions and / or sanctions as may be required, if any, the draft regulations contained in the Articles of Association submitted to this meeting and duly initialed be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

"RESOLVED FURTHER THAT the Board of Directors of the Company ("the Board") be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution."

By Order of the Board of Directors
E.K BALAKRISHNAN
Vice President (Corporate Affairs) &
Company Secretary
Membership No.A 7629

Place : Mumbai
Date : 31.10.2017

NOTES:

1. An Explanatory Statement as required under Section 102 of the Companies Act, 2013 is annexed hereto.
2. The Postal Ballot notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from NSDL & CDSL as on 8th November, 2017 in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding), the Company's Registrar & Share Transfer Agents (in case of physical shareholding). For Members, whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode.
3. Resolutions passed by the members through Postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
4. In case a Member is desirous of obtaining a printed postal ballot form or a duplicate, he / she may send an email to cs@gtn textiles.com.

5. The Members can opt only one mode of voting, i.e. voting either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical ballot forms will be treated as invalid.
6. A Member cannot exercise his vote by Proxy on Postal Ballot.
7. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the company for the receipt of duly completed postal ballot forms or e-voting i.e. on 19th December, 2017.
8. All documents referred to in the postal ballot notice and explanatory statement are open for inspection by the Members at the Registered office of the Company between 11.00 a.m. and 1.00 pm. on all working days except Saturdays, Sundays and public holidays upto the date of announcement of results of this postal ballot.
9. The Special Resolution mentioned above shall be declared as passed if the number of votes cast in its favour is not less than three times the number of votes cast against the said resolution.
10. The Scrutinizer will submit the report to the Company after completion of scrutiny of the Postal Ballot Forms and e-voting.
11. Instructions for Voting by Physical Postal Ballot Form :
A Member desirous of exercising his vote by postal ballot shall complete the enclosed postal ballot form and with assent (for) or dissent (against) by filling the necessary details by putting the signature at the marked place in the postal ballot directed to The Scrutinizer, GTN Textiles Limited, Door No. VIII/911 Erumathala PO, Aluva, Ernakulam- 683 112, to reach on or before 19.12.2017. The assent or dissent received after 19.12.2017 would be strictly treated as if reply from the shareholder has not been received.
12. E-voting facility :
The Company is offering E-Voting facility also as an alternate to Individual Members as required under Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Act, which would enable the shareholders to cast the votes electronically, instead of Physical Postal Ballot form. For this purpose, the Company has entered into an agreement with M/s Central Depository Services (India) Limited for facilitating e-Voting to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form.
13. The e-voting period commences on the Monday, 20th November, 2017 at 9:00 A.M. and ends on Tuesday, 19th December, 2017 at 5:00 P.M. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being 8.11.2017 may cast their vote by electronic means in the manner and process set out hereinabove. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
14. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company, subject to the provisions of the Section 108 of the Companies Act, 2013 and Rules made thereunder, as amended, as on the cut-off date, being 8.11.2017.
15. The Results declared along with the Scrutinizer's Report(s) shall be placed on the Company's website (www.gtntextiles.com) and on the website of CDSL (www.evotingindia.com) and communicated to BSE Limited and the National Stock Exchange of India Limited.

INSTRUCTIONS FOR VOTING

Voting through Physical Postal Ballot Form

1. The Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with the assent (for) or dissent (against), so as to reach the Scrutinizer, on or before the closing of working hours i.e. 5:00 p.m on 19.12.2017, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
2. The Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.

Voting through electronic means:

In compliance with the provisions of Sections 108 and 110 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an option to all the Members of the Company to exercise their right to vote. The Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating the e-voting. The procedure in detail is explained as under:

- (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (In dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <GTN Textiles Limited> on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (ivx) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile
- (xviii) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

The following person shall be responsible to address grievances concerned with facility for remote e-voting:

Contact Name – Mr. Rakesh Dalvi, Designation - Deputy Manager, Address - 16th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400001. Contact No.18002005533. Email id - helpdesk.evoting@cdslindia.com.

Explanatory Statement as required under Section 102(1) of the Companies Act, 2013

Item No. 1

As per the relevant provisions of the Companies Act, 2013 the Object Clause of a company is required to state the objects for which the company is incorporated and any matter considered necessary in furtherance thereof. Accordingly, the Board of Directors has decided to

amend the object clause of Memorandum of Association of the Company to the extent relevant, so as to align the same with the requirement of the Companies Act, 2013.

The existing Objects Clause of Memorandum of Association (MOA) of the Company are based on the provisions of the earlier Companies Act, which needs to be aligned in accordance with provisions contained in Companies Act, 2013. The alteration in the objects are also required in view of the expansion of business activities of the Company. The Board of Directors is of the opinion that this business will help the Company to augment its financial resources which shall prove beneficial to the stakeholders besides the Company itself. Your Board proposes repositioning of existing Sub Clause 1 as "2" and existing Sub Clause 2 as "1" of Clause III (A) of the Main objects. Further, your Board also proposes to insert new Sub-Clause 3 to 27 related with business activities as per detailed objects as set out in the resolution under Clause III (A) "The Objects of the Memorandum of Association of the Company". Under the proposed amendment(s), it is inter-alia proposed to rename the Clause III (B) from "the objects incidental or ancillary to the attainment of the main objects", to "matters which are necessary for furtherance of the objects". It is also proposed to delete Clause III (C) "The Other Objects". The modification in Memorandum of Association is carried out to remove references to the Companies Act, 1956 and re-numbering of other clauses of Memorandum of Association is a consequential act due to alteration of object clauses of the company.

In terms of the provisions of Section 110 of the Act read with Companies (Management and Administration) Rules, 2014, the approval of the Members has to be obtained, mandatorily through Postal Ballot process.

A copy of the existing and proposed Memorandum of Association would be available for inspection by the members at the registered office of the company during normal business hours on any working day between 11.00 a.m. to 1.00 p.m. excluding Saturdays, Sundays and public holidays.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution set out at Item No. 1 of the Notice.

Pursuant to Section 13 of the Act, any alteration in the objects clause of the Company would require the approval of shareholders by way of passing a Special Resolution. Hence the Board recommends the resolution to the shareholders for their approval.

Item No. 2

In order to comply with the provisions of Section 4 of the Companies Act, 2013, the Company proposes to alter the Liability Clause of Memorandum of Association under Section 13 of the Act. The proposed modification in Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013.

In terms of the provisions of Section 110 of the Act read with Companies (Management and Administration) Rules, 2014 the approval of the Members has to be obtained, mandatorily through Postal Ballot process.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution set out at Item No. 2 of the Notice.

Pursuant to Section 13 of the Act, any alteration in Liability Clause of the Company would require the approval of shareholders by way of passing a Special Resolution. Hence the Board recommends the resolution to the shareholders for their approval.

Item No. 3

The existing Articles of Association of the Company, is in accordance with the Companies Act, 1956 and several regulations in the existing Articles of Association contain references to specific sections of the Companies Act, 1956 and some regulations in the existing Articles of Association are no longer in conformity with the new Companies Act, 2013. With the applicability of the most of the Sections of the Companies Act, 2013, several regulations of the existing Articles of Association of the Company require alteration / deletion of several Articles. Hence it is considered expedient to replace the existing Articles of Association by new set of Articles.

The new set of Articles of Association to be substituted in place of existing Articles of Association are based on Table 'F' of the Act which sets out the model Articles of Association for a Company limited by shares. A copy of existing and proposed Articles of Association would be available for inspection by the members at the registered office of the company during normal business hours on any working day between 11.00 a.m. to 1.00 p.m. excluding Saturdays, Sundays and public holidays.

The proposed new draft Articles of Association is being uploaded on the Company's website i.e. www.gntntextiles.com, for perusal by the shareholders.

In terms of the provisions of Section 110 of the Act read with Companies (Management and Administration) Rules, 2014 the approval of the Members has to be obtained, mandatorily through Postal Ballot process.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution set out at Item No. 3 of the Notice.

Pursuant to Section 14 of the Act, any alteration in the Articles of Association of the Company would require the approval of shareholders by way of passing a Special Resolution. Hence the Board recommends the resolution to the shareholders for their approval.

By Order of the Board of Directors
E.K BALAKRISHNAN
Vice President (Corporate Affairs) &
Company Secretary
Membership No.A 7629

Place : Mumbai
Date : 31.10.2017

GTN TEXTILES LIMITED

L18101KL2005PLC018062

Registered Office: VIII/911, Erumathala PO, Aluva, Kochi – 683112.

Phone : 91 484 3928300 Fax : 91 484 2370812

Email : cs@gtntextiles.com website : www.gtntextiles.com

POSTAL BALLOT FORM

No	Particulars	Details
1	Name & Registered Address of : the first named Shareholder	
3	Name(s) of the Joint Holder(s), (If any)	
4	Registered Folio Number/ DP ID No. /Client ID No.* *(Applicable to investors holding Shares in dematerialized form)	
5	Number of Share(s) held :	
6	EVSN (EVoting Sequence Number) :	

I/We hereby exercise my/our votes in respect of the Special Resolutions set out in the Notice dated 31.10.2017 as set out below to be passed by means of Postal Ballot by sending my/our assent or dissent to the said Resolutions by placing the (√) mark at the appropriate box below (tick in both boxes for the same resolution, will render the ballot invalid) :

Sl. No	Description	Type of Resolution	No of Shares	(For) I/WE assent	(Against) I/WE dissent
1	Alteration of the Objects Clause of the Memorandum of Association of the Company	Special			
2	Amendment of the Liability Clause of the Memorandum of Association of the Company	Special			
3	Adoption of new set of Articles of Association of the Company	Special			

Place : _____

Date : _____

Signature of the Member

Registered Book Post

If undelivered please return to :

GTN TEXTILES LIMITED

L18101KL2005PLC018062

Registered Office: VIII/911,

Erumathala PO,

Aluva, Kochi – 683112.

INSTRUCTIONS

1. A shareholder desiring to exercise voting right by postal ballot may complete the Postal Ballot Form and send to the Scrutinizer at GTN Textiles Limited, Door No. VIII/911, Erumathala PO, Aluva, Ernakulam 683 112, Kerala on or before 19.12.2017. The Postal Ballot Forms received after this date will be treated as if the reply from the shareholder has not been received. The Postal Ballot Form(s) may also be deposited personally.
2. The votes should be casted either in favour or against the resolution by putting the tick [✓] mark in the column provided for assent or dissent [X]. Postal Ballot Form bearing tick mark in both the column will render the Form invalid.
3. Please convey your assent / dissent in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
4. The Postal Ballot Form should be completed and signed by the sole / first named shareholder. In the absence of the first named shareholder in a joint holding the Form may be completed and signed by the next named shareholder. (However, where the Form is sent separately by the first named shareholder and the joint holder(s), the vote of the first named shareholder would be valid).
5. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution / authority letter, with signature's of authorised signatory(ies), duly attested.
6. Incomplete, unsigned or incorrectly filled Postal Ballot Forms will be subject to rejection by the Scrutinizer.
7. Shareholders / beneficiaries are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.
8. Shareholders/ Beneficiaries are requested not to send any other matters along with the Postal Ballot Form. If, any extraneous papers are found, the same will be destroyed by the Scrutinizer.
9. A shareholder / beneficiary may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate.